UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.

RYAN BRESLOW, ALEX FINE, and JON
GORDON,

      Plaintiffs,

vs.

MARK PHILLIPS and BENJAMIN REED,

      Defendants.

_____/

DECLARATION OF RYAN BRESLOW

I, Ryan Breslow, make the following declaration based on my personal knowledge:

1. My name is Ryan Breslow. I am over the age of 18, competent to testify, and have person knowledge of the matters stated herein.

2. I am a resident of the United States Virgin Islands.

3. In 2021, Jon Gordon, Alex Fine, and myself (collectively, the "Plaintiffs") founded a new cryptocurrency platform called the Movement DAO ("DAO" or "Movement DAO").

4. We intended for the Movement DAO to function as an online community, with community members contributing capital into the DAO endowment. That endowment would then be invested, and the proceeds from the investment returns would be used to fund DAO community projects.

5.   On multiple occasions, Defendant Phillips represented to me that dao-lawfirm

was the Law Office of Reed Yurchak. Defendant Phillips also represented to me, including prior

to February 2022, that Mr. Yurchak's firm was a signatory to the DAO endowment account.

6.   Defendant Phillips created the DAO endowment account at my direction in

January 2022.

7.   In early 2022, Defendant Phillips induced me to entrust him with my

authorization tokens for the DAO endowment's Gnosis account by repeatedly assuring me that

he was trustworthy. When I entrusted Defendant Phillips with my voting tokens and DAO

endowment keys, implicit in that custodial relationship was the representation that Defendant

Phillips would not take any action to disable them, render them useless, or otherwise not destroy

my ability to use them for their intended purpose.

8.   The Movement DAO did not launch on February 2, 2022. The only thing that

occurred on February 2, 2022 was the online publication of the Gitbook white paper and the

commencement of the MOVE token presale. The DAO endowment account's ENS (Ethereum

Name Service) name makes it clear that the project was in pre-launch on February 2, 2022 and

continues to be so today. The ENS name associated with the DAO endowment account—

0x143cC0A996De329C1C5723Ee4F15D2a40c1203c6—is **Movement DAO:Presale**. *See* Dkt.

No. 24-1, Exhibit 1.

9.   It was understood and discussed by myself, Mr. Breslow, Mr. Gordon, and

Defendant Phillips that the Movement DAO project would launch only after Mr. Breslow

authorized it to launch. It was also understood and discussed among the four of us that Snapshot

proposals would only be binding if passed after the Movement DAO project had launched.

10.   I never authorized the launch of the Movement DAO project.

11. MOVE tokens function as voting power within the Movement DAO community (i.e., one MOVE token is equivalent to one vote). MOVE tokens are to be used by Movement DAO community members to vote on proposals related to, among other things, the governance of the Movement DAO. *See* Dkt. No. 24-1, Exhibit 2 at 41 (Docket Page) ("The $MOVE token governs the platform. These token holders are responsible for growing the endowment and deploying capital into movements.").

12. Without MOVE tokens, Movement DAO community members do not have authority to pass governance proposals, make decisions regarding finances, or pass any other resolution relating to the Movement DAO project. Dkt. No. 24-1, Exhibit 2 at 46 (Docket page) ("The Movement DAO is governed by its staked token holders. $MOVE tokens represent the power to influence change to governance, economics, and incentives in the Movement DAO.").

13. As described in the Gitbook white paper, the deployment of MOVE tokens was a necessary condition that had to occur before Movement DAO community members would receive the authority to pass binding resolutions via Snapshot concerning the Movement DAO endowment and treasury. The Gitbook states "[a]fter the initial $MOVE distribution via contributions to the endowment…the community will manage the remaining treasury through Snapshot." Dkt. No. 24-1, Exhibit 2 at 47 (Docket page).

14. I have never received any MOVE tokens, and MOVE tokens were never created or distributed to contributors to the DAO endowment account.

15. Because MOVE tokens were never created or distributed, the Movement DAO community never received authority or authorization to pass binding proposals on the Movement DAO project or the DAO endowment account.

16.   The proposals that were passed by the Movement DAO community via Snapshot in August 2022 and February 2023 are non-binding, advisory, and lacking any authority because, among other things, the Movement DAO project had not launched and because votes were not cast using MOVE tokens.

17.   The Movement DAO was created by myself, Mr. Gordon, and Mr. Fine based on several core, fundamental precepts. One such precept was that the DAO endowment would never be spent. This principle was expressly stated in the Gitbook white paper. *See* Dkt. No. 24-1, Exhibit 2 at 58 (Docket Page). Rather, all operational expenses and funding for social impact projects hosted on the Movement DAO platform were to be financed by the yields earned from the investment of the DAO endowment.

18.   The DAO endowment was never deployed or invested to earn additional proceeds. This deployment did not occur because the Movement DAO project never launched.

19.   In order for the Movement DAO to function, it necessarily requires a platform with a user interface that a social impact group can access to establish their own DAO. Without this user interface, the prospective user cannot access or utilize the applications and tools hosted on the Movement DAO platform. This user interface was contemplated as a public website, with tools available on the platform that enabled social impact groups to create and manage their own DAOs to organize, fundraise, and perform other activities related to its social impact mission.

20.   The Movement DAO never hosted or otherwise launched a user interface to create social impact projects under the Movement DAO. As a result, the Movement DAO platform has not and currently does not host any social impact projects.

21.   Juicebox is a fundraising platform that has similar features to what was envisioned for the Movement DAO. For example, the Juicebox website has a user interface by which a user

can create a project and use that project as a platform to support fundraising efforts. Attached as Exhibit A is a true and accurate copy of two webpages on the Juicebox website: https://juicebox.money/ and https://juicebox.money/create. As reflected in these screenshots, Juicebox's homepage contains a button called "Create a project" that directs a user to a "Create" page. From this page, a user inputs a variety of information needed to launch their own project's fundraising platform, including a project description, associated tokens, payouts, deadlines, and deployment.

22.   It has always been the intent for the Movement DAO project to have a website with a similar user interface to those on Juicebox's webpage. A website for the Movement DAO project with features akin to Juicebox's user interface did not exist on February 2, 2022, and the Movement DAO Project has never had such a website.

23.   Juicebox is not an extension of Movement DAO or otherwise affiliated with Movement DAO.

24.   In February 2022, I started a fundraising project on the Juicebox platform called PeaceDAO. PeaceDAO was a project dedicated to providing humanitarian aid to Ukraine. PeaceDAO was not formed on the Movement DAO platform because no such platform existed. However, I asked members of the Movement DAO community to help with my PeaceDAO project, which they did in the form of coding, organization, and outreach. As thanks and compensation for the time and talent provided by the Movement DAO community members, I directed PeaceDAO to pay a "tribute" (a small payment) to the Movement DAO. Attached as Exhibit B is a true and accurate copy of the landing page for PeaceDAO on the Juicebox platform.

25.   Had the Movement DAO platform launched in February 2022, I would have used it to launch PeaceDAO.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true

and correct.

Executed on this 23rd day of February 2023.

DocuSigned by:

Ryan Breslow

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Ryan Breslow

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served by the

Court's CM/ECF system on March 23, 2023 on all counsel of record.

<u>/s/ Jamie L. Katz</u>
Jamie L. Katz

Exhibit A

x has a fresh new look 🥤 Let us know what you think

X

🧃 Juicebox

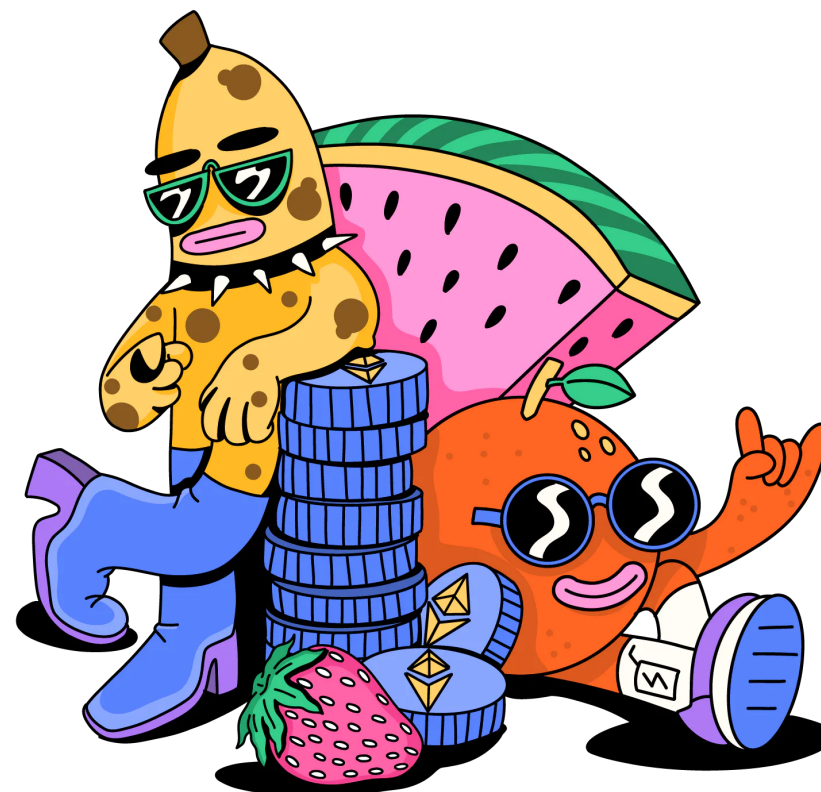Explore   Discord   Resources ⌄

🌐 EN   Connect

Fund anything.

The programmable crypto fundraising protocol for builders and creators. Light enough for a group of friends, powerful enough for a global network of anons. Community-owned, on Ethereum.

Built for:

⚡ DAOs

⚡ Crowdfunding

⚡ NFT projects

⚡ Indie creators and builders

Explore projects   Create a project

Juicebox has a fresh new look 👀 Let us know what you think   X

Juicebox   Explore   Discord   Resources ⌄   Create a project   🌐 EN   ☀ 🌙   Connect

CREATE A PROJECT

DETAILS   CYCLES   PAYOUTS   TOKEN   NFTS   DEADLINE   DEPLOY

Project Details

Enter your project's details. You can edit your project's details at any time after you deploy your project, but the transaction will cost gas.

* Project name

Project description

Logo

📄 Upload

Project links (Optional)   ⌄

Project owner (Optional)   ⌄

Project page customizations (Optional)   ⌄

Next

Need help?

Contact contributor

Exhibit B

Juicebox has a fresh new look 👀 Let us know what you think   ✕

🧃 Juicebox   Explore   Discord   Resources ⌄   Create a project   🌐 EN   ☀️🌙   Connect

PeaceDAO   🌐 𝕏 💬 | V1.1 🔧

@peacedao | Owned by 0xe9060d...9A9d4C

PeaceDAO is the world first anti-war DAO

We are not an organization that promotes pacifism in the traditional sense, because there have been many organizations doing this kind of thing better than us in the early days.... **Read more**

TOTAL VOLUME ⍰   Ξ2.19

PROJECT BALANCE ⍰   **Ξ0**
PAYOUTS ⍰   Ξ0 / Ξ1,050

OWNER WALLET BALANCE ⍰   0 JBX + Ξ**0.0002**
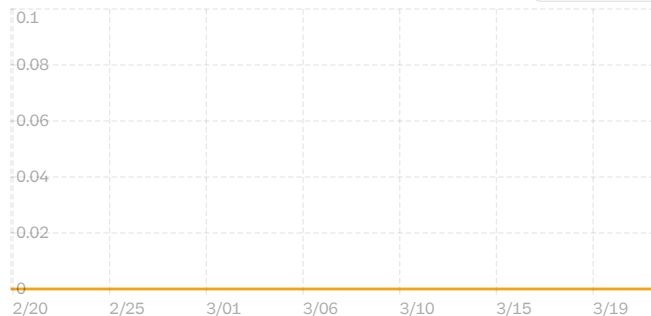   ALL ASSETS ⊙

| 0 | ▼ ETH | Pay |

Receive 692,120 tokens/1 ETH

VOLUME   BALANCE   30 DAYS ⌄

0.1
0.08
0.06
0.04
0.02
0
2/20   2/25   3/01   3/06   3/10   3/15   3/19

Activity   ⤓   All events ⌄

Edited Cycle   a year ago 🔗
                                    0xe9060d...9a9d4c

Duration: 30 days
Payouts: Ξ1,050

Reserved rate: 10%
Redemption rate: 50%
Issuance reduction rate: 2%

Edit deadline: 0x6d6da4...dbd8b2

Owner token minting: No
Payments to this project paused: No

Tokens ⍰

Total supply: 0   Holders

Created   a year ago 🔗
Project created 🎉   0xe9060d...9a9d4c

2 total

Cycle ⓘ

CURRENT   UPCOMING   HISTORY

> Cycle #14   23d 5h 5m until #15

Ξ0 AVAILABLE ⓘ   **Send payouts**
Ξ0/1,050 distributed

Payouts ⓘ

0xe9060d...9A9d4C 👑:   100% (Ξ1,000)

Reserved tokens (10%) ⓘ

0xe9060d...9A9d4C 👑:   100%

0 tokens reserved   **Send reserved tokens**

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